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1 6150
January 6, 1989
No. 9-009A017
Date JAN 9 1989
Fee \$ 13.00
JAN 9 1989 12 19 PM
INTERSTATE COMMERCE COMMISSION

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

FEDERAL EXPRESS

Re: Agrico Chemical Company, a Division of Freeport-McMoRan
Resource Partners, Limited Partnership/PLM Investment
Management, Inc.
Our file No. 00874-016

Dear Ms. McGee:

On behalf of PLM Investment Management, Inc., a California corporation, we enclose for filing and recording under 49 U.S.C. 11303(a) and regulations thereunder, executed counterparts of a primary document, not previously recorded, entitled "Memorandum of Lease", made as of December 22, 1988.

The parties to the enclosed document are:

PLM Investment Management, Inc., a
California corporation--
Lessor
655 Montgomery Street, Suite 1200
San Francisco, California 94111

Agrico Chemical Company, a division of
Freeport-McMoRan Resource Partners, Limited
Partnership--
Lessee
1615 Poydras Street
New Orleans, Louisiana 70112

The document is a memorandum of a lease of certain railroad rolling stock identified in the document, which rolling stock is leased by the Lessor to the Lessee.

A short summary of the document to appear in the ICC index is as follows:

"Memorandum of Lease"

Honorable Noreta R. McGee
January 6, 1989
Page two

Enclosed is our firm's check in the amount of \$13 in payment of the filing fee.

Once the filing has been made, please return to me the stamped counterparts of the document not required for filing purposes, together with the fee receipt, letter acknowledging filing from the ICC and the extra copy of this transmittal letter. A pre-paid Federal Express air bill and envelope is enclosed for your convenience.

Very truly yours,



JAMES N. DAWE

JND/lls

enclosures

cc: Mr. Douglas P. Goodrich

Interstate Commerce Commission
Washington, D.C. 20423

1/17/89

OFFICE OF THE SECRETARY

James H. Dawe

Trembate McCabe, Schwartz, Evans & Levy

One Corporate Centre

1320 Willow Pass Road, Suite 500

Concord, Calif. 94520

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/9/89 at 12:10pm, and assigned recordation number(s). 16150

Sincerely yours,

Narta R. McGee

Secretary

Enclosure(s)

1 6150

RECORDED NO. _____ FILE NO. _____

JAN 9 1989 12 10 PM

INTERSTATE COMMERCE COMMISSION

=====

MEMORANDUM OF LEASE

BETWEEN

PLM INVESTMENT MANAGEMENT, INC. ("LESSOR")

AND

AGRICO CHEMICAL COMPANY, A DIVISION OF FREEPORT-MCMORAN
RESOURCE PARTNERS, LIMITED PARTNERSHIP, ("LESSEE")

DECEMBER 22, 1988

=====

100
JAN 9 11 56 AM '89
MOTOR VEHICLE UNIT

Memorandum of a Lease Agreement made and entered into as of December 22, 1988 by and between PLM INVESTMENT MANAGEMENT, INC., a California corporation, ("Lessor") and AGRICO CHEMICAL COMPANY, a division of FREEPORT-McMORAN RESOURCE PARTNERS, Limited Partnership, a Delaware limited partnership ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor sixty-eight (68) 112S340W tank railcars, bearing railroad reporting markings:


AAX 9100 - 9131 (inclusive);
9133 - 9137 (inclusive);
9139 - 9144 (inclusive);
9200 - 9211 (inclusive);
9214; 9223; 9225;
9230; 9234 - 9235;
9241 - 9244 (inclusive);
9246; 9249 and 9254.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

3. This Memorandum may be executed in counterparts, but shall be one and the same Memorandum.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

PLM INVESTMENT MANAGEMENT, INC.

By: 
Attorney-in-Fact

AGRICO CHEMICAL COMPANY, a division of
FREEPORT-McMORAN RESOURCE PARTNERS,
Limited Partnership

BY: FREEPORT MINERALS COMPANY
Administrative Managing
General Partner

By: _____

Title: _____

STATE OF ILLINOIS

)
)
)

COUNTY OF COOK

On this 22nd day of December, 1988, before me personally appeared DOUGLAS P. GOODRICH, to me personally known, who being by me duly sworn, says that he is the Attorney-in-Fact of PLM Investment Management, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet L. Drewniak

NOTARY PUBLIC

My commission expires:



Memorandum of a Lease Agreement made and entered into as of December 22, 1988 by and between PLM INVESTMENT MANAGEMENT, INC., a California corporation, ("Lessor") and AGRICO CHEMICAL COMPANY, a division of FREEPORT-McMORAN RESOURCE PARTNERS, Limited Partnership, a Delaware limited partnership ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor sixty-eight (68) 112S340W tank railcars, bearing railroad reporting markings:

AAX 9100 - 9131 (inclusive);
9133 - 9137 (inclusive);
9139 - 9144 (inclusive);
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9214; 9223; 9225;
9230; 9234 - 9235;
9241 - 9244 (inclusive);
9246; 9249 and 9254.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

3. This Memorandum may be executed in counterparts, but shall be one and the same Memorandum.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

PLM INVESTMENT MANAGEMENT, INC.

By: _____
Attorney-in-Fact

AGRICO CHEMICAL COMPANY, a division of
FREEPORT-McMORAN RESOURCE PARTNERS,
Limited Partnership

BY: FREEPORT MINERALS COMPANY
Administrative Managing
General Partner


By:  _____

Title: Senior Vice President

STATE OF LOUISIANA
COUNTY OF ORLEANS

)
)
)

On this 22nd day of December, 1988, before me personally appeared Gaynor G. Gremillion, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of Freeport Minerals Company, Administrative Managing General Partner of Agrico Chemicals Company, a division of Freeport-McMoran Resource Partners, Limited Partnership, a Delaware limited partnership, that the foregoing instrument was signed on behalf of said limited partnership, and he acknowledged that the execution of said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:
BRAINERD S. MONTGOMERY
Embossed hereon is my Orleans Parish,
State of La. Notary Public Seal
My Commission is issued for life.